

Colorado Division of Securities  
1560 Broadway Street, Suite 900  
Denver, CO 80202

**APPLICATION FOR LIMITED OFFERING REGISTRATION**

Attached is the application form for limited offering registration (FORM RL) developed pursuant to section 11-51-304(6), C.R.S.

In addition to its use as a registration statement to be filled with and reviewed by the Securities Commissioner, FORM RL has been designed so that it can be used as the basis for a disclosure document presented to investors. It is meant to expedite the registration process. It is in no way meant to absolve the issuer of the requirement that full disclosure of all material facts must be made to all offerees and purchasers.

In regard to any of the persons identified in response to questions 25 through 30, you must describe, if applicable:

1. The filing of any petition in bankruptcy by or against, or the filing of any receivership action against, any such person personally or by or against any entity for which they served as officer, director, or in a similar status or function;
2. Any conviction of any such person in a criminal proceeding, or the filing of any indictment, information, or criminal complaint against such person (excluding traffic violations and other minor offenses); and
3. Any order, judgment, or decree, not subsequently reversed, suspended, or vacated, against any such person entered by a court of competent jurisdiction or any federal or state regulatory authority involving the violation by such person of any federal or state securities law or in connection with any matter material to the offering, the issuer or its business.

Be advised that if less than 75% of the net proceeds from the sale of the securities to be registered is committed for use in one or more specific lines of business, the escrow provisions of section 11-51-302(6), C.R.S. will apply.

Pursuant to section 11-51-302(5), C.R.S., in certain circumstances, the Securities Commissioner may impose escrow requirements on the proceeds of an offering until a specified amount is received.

## **DISCLOSURE DOCUMENT**

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(Exact name of Company as set forth in Articles of Incorporation or Charter)

**THESE SECURITIES ARE OFFERED PURSUANT TO A LIMITED OFFERING REGISTRATION WITH THE COLORADO DIVISION OF SECURITIES. THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE COLORADO DIVISION OF SECURITIES, NOR HAS THE DIVISION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**THE STATE OF COLORADO HAS INSTITUTED THIS LIMITED OFFERING REGISTRATION PROCEDURE IN AN EFFORT TO SIMPLIFY AND EXPEDITE THE SMALL BUSINESS CAPITAL FORMATION PROCESS. THE INVESTORS ARE ENCOURAGED TO ASK QUESTIONS OF AND SEEK ADDITIONAL INFORMATION FROM THE ISSUER AND UNDERWRITER OF THESE SECURITIES.**

***NOT LESS THAN 80% OF THE NET PROCEEDS OF THIS OFFERING  
MUST BE SPENT WITHIN THE STATE OF COLORADO***

The effective date of this Disclosure Document is:

### **THE OFFERING**

1. Type of securities offered:  
Minimum number offered:  
Maximum number offered:  
Price per security:\$  
Total proceeds: If maximum sold:\$  
                    If minimum sold: \$  
Amount of authorized and issued securities:
2. Is a commissioned selling agent selling the securities in this offering? **YES( ) NO( )**  
Is there other compensation to selling agent(s)? **YES( ) NO( )**  
If yes, list the type and amount of commission:  
Is there a finder's fee or similar payment to any person? **YES( ) NO( )**  
If yes list the type and amount of payment:

### **THE COMPANY**

3. Exact name of issuer:  
State and date of incorporation:  
Street address of principal office:  
Company telephone number:  
Person(s) to contact with respect to offering:  
Telephone number (if different from above):

### **RISK FACTORS**

4. List, in the order of importance, the factors which the issuer considers to be the most substantial risks to an investor in this offering in view of all facts and circumstances or which other wise make the offering one of high risk or speculative:

**(Type responses here)**

**(Note: at least one of the risk factors should include a calculation of dilution to investors based upon the most recent financial statements)**

### **BUSINESS AND PROPERTIES**

5. With respect to the business of the issuer and its properties:

(A) Describe the general character of the business, including details about what the company does and proposes to do, what products or goods are or will be produced or services that are or will be rendered:

**(Type response here)**

(B) Describe how these products or services are to be produced or rendered and how and when the company intends to carry out its activities:

**(Type response here)**

(C) Describe the industry in which the company is selling or expects to sell its products or services and, where applicable, any recognized trends within that industry:

**(Type response here)**

(D) Describe the marketing strategies the company is employing or will employ in penetrating its market or in developing a new market:

**(Type response here)**

(E) If the company's business, products, or properties are subject to material regulation (including environmental regulation) by federal, state, or local agencies, indicate the nature and extent of regulation and its effects or potential effects upon the company:

**(Type response here)**

(F) Summarize the material events in the development of the company during the past five years, or for whatever lesser period the company has been in existence. Discuss any pending or anticipated mergers, acquisitions, spin-offs or recapitalizations:

**(Type response here)**

(G) If the company was not profitable during the last fiscal year, list below in chronological order the events in management's opinion which must or should occur or the milestones which the company must or should reach in order for the company to become profitable, and indicate the expected manner of occurrence or the expected method by which the company will achieve the milestones:

**(Type response here)**

- (H) State the probable consequences to the company or delays in achieving each of the events or milestones within the above time schedule, and particularly the effect of any delays upon the company's liquidity in view of the company's then anticipated level of operating costs:

**(Type response here)**

- (I) Describe generally the principal properties (such as real estate, plant and equipment, patents, etc.) that the Company owns, indicating also what properties it leases and a summary of the terms under those leases, including the amount of payments, expiration dates, and the terms of any renewal options. Indicate what properties the Company intends to acquire in the immediate future, the cost of such acquisitions, and the sources of financing it expects to use in obtaining these properties, whether by purchase, lease or otherwise:

**(Type response here)**

### **USE OF PROCEEDS**

6. The table below sets forth the uses of the proceeds and the percentages of the funds raised in this offering:

(Note: This table should discuss the use of proceeds covering a period of at least six and up to 12 months of operations)

	IF MINIMUM AMOUNT SOLD		IF MAXIMUM AMOUNT SOLD	
	\$	%	\$	%
<b>Total Proceeds</b>				
<b>Less: Offering Expenses</b>				
<b>Commissions and Finders Fees</b>				
<b>Legal &amp; Accounting</b>				
<b>Copying &amp; Advertising</b>				
<b>Other (Specify)</b>				
<b>Total Expenses</b>				
<b>Net Proceeds from Offering</b>				
<b>Uses of Net Proceeds</b>				
<b>Total Use of Net Proceeds</b>		<b>100%</b>		<b>100%</b>

7. (A) If material amounts of funds from sources other than this offering are to be used in conjunction with the proceeds from this offerings, state the amounts and sources of such other funds, and whether funds are firm or contingent. If contingent, explain:

**(Type response here).**

- (B) If any material part of the proceeds is to be used to discharge indebtedness, describe the terms of such indebtedness, including interest rates. If the indebtedness to be discharged was incurred within the current or previous fiscal year, describe the use of the proceeds of such indebtedness.

**(Type response here).**

(C) If any material amount of the proceeds is to be used to acquire assets, other than in the ordinary course of business, briefly describe and state to the cost of the assets and other material terms of the acquisitions. If the assets are to be acquired from officers, directors, employees or principal stockholders of the Company or their associates, give the names of the persons from whom the assets are to be acquired and set forth the cost to the Company, the method followed in determining the cost, and any profit to such persons.

**(Type response here).**

(D) If any amount of the proceeds is to be used to reimburse any officer, director, employee or stockholder for services already rendered, assets previously transferred, or monies loaned or advanced, or otherwise explain:

**(Type response here).**

8. Indicate whether the Company is having or anticipates having within the next 12 months any cash flow or liquidity problems and whether or not it is in default or in breach of any note, loan, lease or other indebtedness or financing arrangement requiring the Company to make payments. Indicate if a significant amount of the Company's trade payables have not been paid within the stated trade term. State whether the Company is subject to any unsatisfied judgments, liens, or settlement obligations and the amounts thereof. Indicate the Company's plans to resolve any such problems:

**(Type response here).**

9. Indicate whether proceeds from this offering will satisfy the Company's cash requirements for the next 12 months, and whether it will be necessary to raise additional funds. State the source of additional funds, if known.

**(Type response here).**

10. The securities being offered hereby are:

- ☐ Common Stock
- ☐ Preferred or Preference Stock
- ☐ Notes or Debentures
- ☐ Units of two or more types of securities, composed of:

Other:

11. These securities have:

**YES( ) NO( )** Cumulative voting rights

YES( ) NO( ) Other special voting rights  
YES( ) NO( ) Preemptive rights to purchase in new issues of shares  
YES( ) NO( ) Preference as to dividends or interest  
YES( ) NO( ) Preference upon liquidation  
YES( ) NO( ) Other special rights or preferences (Specify and explain):

**(Type response here)**

12. Are the securities convertible? YES( ) NO( )  
If so, state conversion price or formula:

**(Type response here)**

Date when conversion becomes effective: \_\_\_\_/\_\_\_\_/\_\_\_\_  
Date when conversion expires: \_\_\_\_/\_\_\_\_/\_\_\_\_

13. If securities are notes or other types of debt securities:

(A) What is the interest rate? \_\_\_\_%  
If interest rate is variable or multiple rates, describe:

**(Type response here)**

(B) What is the maturity date? \_\_\_\_/\_\_\_\_/\_\_\_\_  
If serial maturity dates, describe:

**(Type response here)**

(C) Is there a mandatory sinking fund? YES( ) NO( )  
Describe:

**(Type response here)**

(D) Is there a trust indenture? YES( ) NO( )  
Name, address and telephone number of Trustee:

**(Type response here)**

(E) Are the securities callable or subject to redemption? YES( ) NO( )  
Describe, including redemption prices:

**(Type response here)**

(F) Are the securities collateralized by real or personal property? **YES( ) NO( )**  
Describe:

**(Type response here)**

(G) If these securities are subordinated in right of payment of interest or principal, explain the terms of such subordination.

**(Type response here)**

How much current outstanding indebtedness of the Company is senior to the securities in right of payment of interest or principal? \$

How much indebtedness shares in right of payment on an equivalent (pari passu) basis? \$

How much indebtedness is junior (subordinate) to the securities? \$

14. If securities are Preference or Preferred stock;  
Are unpaid dividends cumulative? **YES( ) NO( )**  
Are securities callable? **YES( ) NO( )**  
Explain:

**(Type response here)**

NOTE: Attach to this Disclosure Document copies or a summary of the charter, bylaw, or contractual provision or document that gives rise to the rights of holders of Preferred or Preference Stock, notes or other securities being offered.

15. If securities are capital stock of any type, indicate restrictions on dividends under loan or other financing arrangements or otherwise:

**(Type response here)**

16. Current amount of assets available for payment of dividends (if deficit must be first made up, show deficit in parenthesis: \$

## PLAN OF DISTRIBUTION

17. The selling agents (that is, the persons selling the securities as agent for the Company for a commission or other compensation) and underwriters, in this offering are:

**Name:**  
**Address:**  
**City, State, Zip Code:**  
**Telephone Number:**

**Name:**  
**Address:**  
**City, State, Zip Code:**  
**Telephone Number:**

18. Describe any compensation to selling agents or underwriters, including cash, securities, contracts or other consideration, in addition to the cash commission set forth as a percent of the offering price on the cover page of this Disclosure Document. Also indicate whether the Company will indemnify the selling agents or finders against liabilities under the securities laws.

**(Type response here)**

19. Describe any material relationships between any of the selling agents or underwriters and the Company or its management.

**(Type response here).**

20. If this offering is not being made through selling agents, the names of persons at the Company through which this offering is being made:

**Name:**  
**Address:**  
**City, State, Zip Code:**  
**Telephone Number:**

21. (A). Name, address and telephone number of independent bank or savings and loan association or similar depository institution acting as escrow agent if applicable:

**Name:**  
**Address:**  
**City, State, Zip Code:**

**Telephone Number:**

(B) Date at which funds will be returned by escrow agents if minimum proceeds are not raised: \_\_\_\_/\_\_\_\_/\_\_\_\_\_. If the blank check escrow provisions, of section 11-51-302(6), C.R.S., are not satisfied, the date at which funds will be returned: \_\_\_\_/\_\_\_\_/\_\_\_\_\_. Will interest on proceeds during escrow period be paid to investors? **YES( ) NO( )**

22. Chief Executive Officer:

**Name:**

**Title:**

**Age:**

**Address:**

**City, State, Zip Code:**

**Telephone Number:**

**Name of employers**, titles and dates of positions held during the past five years with an indication of job responsibilities.

**(Type response here)**

**Education** (degrees, schools, and dates): *(Type response here)*

**Also a Director of the Company? YES( ) NO( )**

23. Chief Operating Officer:

**Name:**

**Title:**

**Age:**

**Office Street Address:**

**City, State, Zip Code:**

**Telephone Number:**

**Name of employers**, titles and dates of positions held during the past five years with an indication of job responsibilities.

**(Type response here)**

**Education** (degrees, schools, and dates):

**(Type response here)**

**Director of the Company? YES( ) NO( )**

24. Chief Financial Officer:

**Name:**

**Title:**

**Age:**

**Office Street Address:**

**City, State, Zip Code:**

**Telephone Number:**

**Name of employers**, titles and dates of positions held during the past five years with an indication of job responsibilities.

**(Type response here)**

**Education** (degrees, schools, and dates): **(Type response here)**

**Also a Director of the Company? YES( ) NO( )**

25. Other Key Personnel:

**Name:**

**Title:**

**Age:**

**Office Street Address:**

**City, State, Zip Code:**

**Telephone Number:**

**Name of employers**, titles and dates of positions held during the past five years with an indication of job responsibilities.

**(Type response here).**

**Education** (degrees, schools, and dates):

**(Type response here)**

**Director of the Company? YES( ) NO( )**

**Name:**

**Title:**

**Age:**

**Office Street Address:**

**City, State, Zip Code:**

**Telephone Number:**

**Name of employers**, titles and dates of positions held during the past five years with an indication of job responsibilities.

**(Type response here).**

**Education** (degrees, schools, and dates):

**(Type response here)**

**Director of the Company? YES( ) NO( )**

26. Number of Directors:\_\_\_\_\_ If Directors are not elected annually, or are elected under a voting trust or other arrangement explain:

**(Type response here)**

27. (A) Information concerning outside or other Directors (i.e. those not described above):

**Name:**

**Title:**

**Age:**

**Office Street Address:**

**City, State, Zip Code:**

Telephone Number:

**Name of employers**, titles and dates of positions held during the past five years with an indication of job responsibilities.

**(Type response here)**

**Education** (degrees, schools, and dates):

**(Type response here)**

**Also a Director of the Company? YES( ) NO( )**

**Name:**

**Title:**

**Age:**

**Office Street Address:**

**City, State, Zip Code:**

**Telephone Number:**

**Name of employers**, titles and dates of positions held during the past five years with an indication of job responsibilities.

**(Type response here)**

**Education** (degrees, schools, and dates):

**(Type response here)**

**Also a Director of the Company? YES( ) NO( )**

(B) If the Company has never conducted operations or is otherwise in the development stage, indicate whether any of the Officers or Directors has ever managed any other company in the start up or development stage and describe the circumstances, including relevant dates.

**(Type response here)**

(C) If any of the Company's key personnel are not employees but are consultants or other independent contractors, state the details of their engagement by the Company.

**(Type response here)**

(D) If the Company has key man life insurance policies on any of its officers, directors, or key personnel, explain, including the names of the persons insured, the amount of insurance, whether the insurance proceeds are payable to the Company and whether there are arrangements that require the proceeds to be used to redeem securities or pay benefits to the estate of the insured person or to a surviving spouse.

**(Type response here)**

28. If a petition under the Bankruptcy Act or any State insolvency law was filed by or against the Company or its officers, directors or other key personnel, or a receiver, if fiscal agent or similar officer was appointed by a court for the business or property of any such persons, or any partnership in which any of such persons was general partner at or within the past five years, or any corporation or business association of which any such person was an executive officer, at or within the past five years, set forth below the name of such persons, and the nature and date of such actions.

**(Type response here)**

## **LITIGATION**

29. Describe any past, pending or threatened litigation or administrative action which has had or may have a material effect upon the Company's business, financial condition, or operations, including any litigation or action involving the Company's officers, directors or other key personnel. State the names of the principal parties, the nature and current status of the matters, and amounts involved. Give an evaluation by management or counsel, to the extent feasible, of the merits of the proceedings of litigation and the potential impact on the Company's business, financial condition, or operations.

**(Type response here)**

## **MISCELLANEOUS FACTORS**

30. Describe any other material factors, either adverse or favorable, that will or could affect the Company or its business (for example, discuss any defaults under major contracts, any breach of bylaw provisions, etc.) or which are necessary to make any other information in this Disclosure Document not misleading or incomplete.

**(Type response here)**

**(This response should list the current owners of 10% or more of the outstanding securities of the Company)**

## **FINANCIAL STATEMENTS**

31. Attach un-audited balance sheets as of a date within 4 months of the file of the registration statement and an un-audited profit and loss statement and analysis of surplus for the most recent fiscal year and for any period between the close of the last fiscal year and the date of the balance sheet, or for the period of the issuer's existence if less than one year. Audited or reviewed balance sheets, profit and loss statements and analyses of surplus are acceptable as well.

**SIGNATURES**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
*Type Name of person submitting application*

\_\_\_\_\_  
*(Title of Person submitting application)*

Chief Executive Officer

\_\_\_\_\_  
Signature

\_\_\_\_\_  
*Type Name*

Chief Financial Officer

\_\_\_\_\_  
Signature

\_\_\_\_\_  
*Type Name*

**DIRECTORS**

Names:  
(Print or Type)

Signatures:

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